

**Auditor's Report On Quarterly Standalone Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****To****Board of Directors of****S Chand and Company Limited (Formerly S Chand and Company Private Limited),**

1. We have audited the accompanying statement of quarterly standalone financial results of S Chand and Company Limited (Formerly S Chand and Company Private Limited) ('the Company') for the quarter ended March 31, 2017 and for the year ended March 31, 2017, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. The quarterly standalone financial results are the derived figures between the audited figures in respect of the year ended March 31, 2017 and the year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were audited by us. The standalone financial results for the quarter ended March 31, 2017 and year to date ended March 31, 2017 have been prepared on the basis of the audited standalone financial results for the nine-month period ended December 31, 2016, the audited annual standalone financial statements as at and for the year ended March 31, 2017, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these standalone financial results based on our audit of the standalone financial results for the nine-month period ended December 31, 2016 which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, specified under Section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual standalone financial statements as at and for the year ended March 31, 2017; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us, these quarterly standalone financial results as well as the year to date results:
  - i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, in this regard; and
  - ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2017 and for the year ended March 31, 2017.



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

4. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2017 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2017 and the year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

**For S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004



**per Yogesh Midha**

Partner

Membership No.: 094941



Place: New Delhi

Date: 12 June 2017

**Auditor's Report On Year to Date Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****To****Board of Directors of****S Chand and Company Limited (Formerly S Chand and Company Private Limited),**

1. We have audited the accompanying statement of consolidated financial results of S Chand and Company Limited (Formerly S Chand and Company Private Limited) ('the Company') comprising its subsidiaries (together, 'the Group') and its associate for the year ended March 31, 2017, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. The consolidated financial results for the year ended March 31, 2017 have been prepared on the basis of the audited annual consolidated financial statements as at and for the year ended March 31, 2017, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our audit of the annual consolidated financial statements as at and for the year ended March 31, 2017 which was prepared in accordance with the applicable accounting standards and other accounting principles generally accepted in India; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors on separate financial statements and the other financial information of subsidiaries and associate these consolidated financial results for the year to date results:
  - i. includes the results of the following entities
    - a. Nirja Publishers and Printers Private Limited (subsidiary)
    - b. Eurasia Publishing House Private Limited (subsidiary)
    - c. Blackie & Son (Calcutta) Private Limited (subsidiary)
    - d. Vikas Publishing House Private Limited (subsidiary)
    - e. Safari Digital Education Initiative Private Limited (subsidiary)
    - f. BPI (India) Private Limited (subsidiary)
    - g. Arch Papier-Mache Private Limited (subsidiary till December 8, 2016)
    - h. S Chand Edutech Private Limited (subsidiary)
    - i. D S Digital Private Limited (subsidiary)
    - j. New Saraswati House (India) Private Limited (subsidiary)
    - k. Chhaya Prakashani Private Limited (subsidiary w.e.f December 5, 2016)



# **S.R. BATLIBOI & ASSOCIATES LLP**

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- l. Indian Progressive Publishing Co. Private Limited (subsidiary w.e.f December 5, 2016)
    - m. Publishing Services Private Limited (subsidiary w.e.f December 5, 2016)
    - n. Edutor Technologies India Private Limited (associate)
  - ii. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, in this regard; and
  - iii. give a true and fair view of the net profit and other financial information for the year ended March 31, 2017.
4. We did not audit the financial statements and other financial information, in respect of nine subsidiaries, whose financial statements include total assets of Rs. 2,467.89 million and net assets of Rs. 1,125.01 million as at March 31, 2017, and total revenues of Rs. 1,235.84 for the year ended on that date respectively. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of Rs. 182.29 million for the year ended March 31, 2017, as considered in the consolidated financial statements, in respect of one associate, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion, in so far as it relates to the affairs of such subsidiaries and associate is based solely on the report of other auditors. Our opinion is not modified/qualified in respect of this matter.

**For S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004



**per Yogesh Midha**

Partner

Membership No.: 094941



Place: New Delhi

Date: 12 June 2017

**S CHAND AND COMPANY LIMITED**  
**CIN: L22219DL1970PLC005400**  
**STATEMENT OF STANDALONE AND CONSOLIDATED ASSETS AND LIABILITIES**

(Rs. in millions)

Particulars	Standalone		Consolidated	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	(Audited)	(Audited)	(Audited)	(Audited)
<b>Equity and liabilities</b>				
<b>Shareholders' funds</b>				
Share capital	149.22	2.02	149.22	2.02
Reserves and surplus	4,961.94	4,837.96	6,424.08	5,988.98
	<b>5,111.16</b>	<b>4,839.98</b>	<b>6,573.30</b>	<b>5,991.00</b>
<b>Minority interest</b>	-	-	130.54	31.48
<b>Non-current liabilities</b>				
Long-term borrowings	8.05	308.36	313.36	679.24
Trade payables	4.92	2.56	14.27	9.39
Other long-term liabilities	-	-	-	0.66
Long-term provisions	8.46	7.68	52.03	50.07
	<b>21.43</b>	<b>318.60</b>	<b>379.66</b>	<b>739.36</b>
<b>Current liabilities</b>				
Short-term borrowings	798.83	496.82	1,662.12	1,257.53
Trade payables				
Total outstanding dues of micro enterprises and small enterprises	2.49	1.18	61.76	23.70
Total outstanding dues of creditors other than micro enterprises and small enterprises	898.07	1,072.19	1,788.80	1,486.94
Other current liabilities	1,382.58	76.91	2,201.80	232.11
Short-term provisions	110.23	49.19	528.30	172.46
	<b>3,192.20</b>	<b>1,696.29</b>	<b>6,242.78</b>	<b>3,172.74</b>
<b>Total</b>	<b>8,324.79</b>	<b>6,854.87</b>	<b>13,326.28</b>	<b>9,934.58</b>
<b>Assets</b>				
<b>Non-current assets</b>				
<b>Fixed assets</b>				
Property, plant and equipment	111.70	140.32	977.52	1,023.14
Intangible assets	138.24	115.94	3,970.31	2,283.10
Capital work-in-progress	-	0.10	2.61	31.96
Intangible assets under development	-	-	31.57	35.22
Non-current investments	4,700.46	3,530.41	247.43	253.58
Deferred tax assets (net)	20.16	10.89	109.96	123.84
Loans and advances	185.99	96.45	220.01	179.63
Other non-current assets	4.76	7.93	9.29	33.05
	<b>5,161.31</b>	<b>3,902.04</b>	<b>5,568.70</b>	<b>3,963.52</b>
<b>Current assets</b>				
Current investments	42.72	162.31	195.02	163.57
Inventories	527.55	596.25	1,535.83	1,398.23
Trade receivables	2,286.25	1,913.81	5,060.81	3,979.22
Cash and bank balances	146.43	99.53	375.41	244.25
Loans and advances	155.35	177.92	584.99	183.88
Other current assets	5.18	3.01	5.52	1.91
	<b>3,163.48</b>	<b>2,952.83</b>	<b>7,757.58</b>	<b>5,971.06</b>
<b>Total</b>	<b>8,324.79</b>	<b>6,854.87</b>	<b>13,326.28</b>	<b>9,934.58</b>

See accompanying notes to financial results.



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S CHAND AND COMPANY LIMITED  
CIN: L22219DL1970PLC005400

STATEMENT OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017

S. No.	Particulars	Standalone results					Consolidated results	
		Quarter ended			Year ended		Year ended	
		31-Mar-17	31-Dec-16	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
		(Audited) (Refer note 2)	(Unaudited) (Refer note 2)	(Unaudited) (Refer note 2)	(Audited)	(Audited)	(Audited)	(Audited)
I.	<b>Income</b>							
	Revenue from operations (net)	2,101.99	445.45	1,819.33	3,013.49	2,795.56	6,841.48	
	Other income	4.42	7.11	19.80	15.03	27.66	13.30	
	<b>Total revenue</b>	<b>2,106.41</b>	<b>452.56</b>	<b>1,839.13</b>	<b>3,028.52</b>	<b>2,823.22</b>	<b>6,854.78</b>	
II.	<b>Expenses</b>							
	Cost of published goods/materials consumed	387.50	295.61	459.17	935.88	1,162.23	1,948.75	
	Publication expenses	197.11	65.72	200.58	317.00	326.75	565.38	
	Purchases of traded goods	17.15	47.80	54.56	130.05	252.28	120.06	
	Decrease/(increase) in inventories of finished goods and traded goods	277.12	(130.63)	241.16	72.82	(143.95)	54.70	
	Selling and distribution expenses	88.01	61.73	85.58	244.33	199.25	638.94	
	Employee benefits expenses	144.49	118.65	131.07	478.09	375.11	1,164.85	
	Other expenses	53.59	73.45	77.99	273.99	271.42	639.96	
	<b>Total expense</b>	<b>1,164.97</b>	<b>532.33</b>	<b>1,250.11</b>	<b>2,452.16</b>	<b>2,443.09</b>	<b>5,132.64</b>	
III.	<b>Profit/(loss) before interest, tax, depreciation and amortization (EBITDA) (I-II)</b>	<b>941.44</b>	<b>(79.77)</b>	<b>589.02</b>	<b>576.36</b>	<b>380.13</b>	<b>1,722.14</b>	
IV.	<b>Interest, tax, depreciation and amortization</b>							
	Depreciation and amortization expense	16.57	23.90	22.10	72.62	74.03	281.81	
	Finance costs	57.94	42.75	29.42	149.05	139.28	355.71	
	Interest income	(22.65)	(19.53)	(23.10)	(79.50)	(89.77)	(6.25)	
	<b>Total interest, tax depreciation and amortization</b>	<b>51.86</b>	<b>47.12</b>	<b>28.42</b>	<b>142.17</b>	<b>123.54</b>	<b>631.27</b>	
V.	<b>Profit/(loss) before exceptional items, tax, share of associate company and minority interest (III-IV)</b>	<b>889.58</b>	<b>(126.89)</b>	<b>560.60</b>	<b>434.19</b>	<b>256.59</b>	<b>1,090.87</b>	
VI.	<b>Exceptional items (prior period income / depreciation written back)</b>	-	-	-	-	-	5.12	
VII.	<b>Profit/(loss) before tax, share of associate company and minority interest (V-VI)</b>	<b>889.58</b>	<b>(126.89)</b>	<b>560.60</b>	<b>434.19</b>	<b>256.59</b>	<b>730.39</b>	
VIII.	<b>Tax expenses</b>							
	Current tax							
	Adjustment of tax relating to earlier periods/years	1.50	-	-	1.50	-	4.08	
	Pertaining to profit for the current periods/year	171.00	-	101.47	171.00	101.47	411.87	
	MAT credit utilized	-	-	-	-	-	4.38	
	Deferred tax credit	145.70	(82.64)	86.78	(9.27)	(7.52)	15.63	
	<b>Total tax expenses</b>	<b>318.20</b>	<b>(82.64)</b>	<b>188.25</b>	<b>163.23</b>	<b>93.95</b>	<b>435.96</b>	
IX.	<b>Profit/(loss) after tax and before minority interest and share of associate company (VII-VIII)</b>	<b>571.38</b>	<b>(44.25)</b>	<b>372.35</b>	<b>270.96</b>	<b>162.64</b>	<b>654.91</b>	
X.	<b>Less : share in loss of associate company</b>	-	-	-	-	-	(18.29)	
XI.	<b>Profit/(loss) for the periods/year (IX-X)</b>	<b>571.38</b>	<b>(44.25)</b>	<b>372.35</b>	<b>270.96</b>	<b>162.64</b>	<b>636.62</b>	
XII.	<b>Profit attributable to</b>							
	-Owners of the parent	-	-	-	-	-	582.06	
	-Minority interest	-	-	-	-	-	54.56	
	<b>Profit for the periods/year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>636.62</b>	
XIII.	<b>Earnings/(loss) per share (in Rs.)</b>							
	Basic	19.15	(1.48)	12.48	9.08	5.96	19.50	
	Diluted	19.14	(1.48)	12.47	9.06	5.95	19.47	

See accompanying notes to financial results.



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**Notes:**

1. The above standalone financial results for the quarter and year ended March 31, 2017 and standalone and consolidated financial results for the year ended March 31, 2017 have been reviewed by the Audit Committee and have been approved by the Board of Directors at their meetings held on 12 June 2017. The statutory auditors of the Company have issued an unqualified report thereon.
2. The figures of the last quarter are the balancing figures between audited figures in respect of full financial year upto March 31, 2017 and the audited year-to-date figures upto December 31, 2016, being the date of the end of the nine months period of the financial year which were audited by us. The results for the quarter ended December 31, 2016 and March 31, 2016 are based on management accounts on which the management has exercised necessary due-diligence to ensure that the unaudited standalone financial results provide a true and fair view of the companies affairs.
3. The equity shares of the Company were listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), w.e.f. 9 May 2017. Accordingly, the above standalone and consolidated results for the year ended March 31, 2017 are being prepared for the first time in accordance with the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").
4. The Company had split its equity shares of face value of Rs. 10 each into face value of Rs. 5 each and further issued bonus shares to the shareholders in the ratio of 73:1 as per the resolution passed at Extra-ordinary General Meeting (EGM) dated April 20, 2016. Consequently, earnings per share for the previous periods presented has been restated.
5. The consolidated results include the results of the following subsidiaries and associates:

Name of the Company	Country of incorporation	Nature of relationship	Percentage of effective ownership interest held (directly or indirectly)	
			31-Mar-17	31-Mar-16
Nirja Publishers and Printers Private Limited	India	Subsidiary	100%	100%
Eurasia Publishing House Private Limited	India	Subsidiary	100%	100%
Blackie & Son (Calcutta) Private Limited	India	Subsidiary	100%	100%
Vikas Publishing House Private Limited	India	Subsidiary	100%	100%
Safari Digital Education Initiative Private Limited	India	Subsidiary	100%	100%
BPI (India) Private Limited	India	Subsidiary	51%	51%
Arch Papier-Mache Private Limited *	India	Subsidiary	-	100%
S Chand Edutech Private Limited	India	Subsidiary	74%	74%
D S Digital Private Limited	India	Subsidiary	99.93%	99.93%
New Saraswati House (India) Private Limited	India	Subsidiary	100%	100%
Chhaya Prakashani Private Limited**	India	Subsidiary	74%	-
Indian Progressive Publishing Co. Private Limited**	India	Subsidiary	74%	-
Publishing Services Private Limited**	India	Subsidiary	74%	-
Edutor Technologies India Private Limited	India	Associate	44.66%	44.66%

\* Subsidiary till 8th December 2016.

\*\* Subsidiary w.e.f 5th December 2016.

6. As the Company is engaged in a single primary business segment, the disclosure requirement of Accounting Standard (AS 17) 'Segment Reporting' notified under section 133 of the Companies Act 2013, read together with relevant rules, and the relevant provision of the Companies Act, 2013 are not applicable.
7. The Board of Directors, at their meeting held on June 12, 2017, recommended a final dividend of Rs. 1.25 per share on 29,844,496 number of shares, subject to the approval of the shareholders.
8. During the year ended March 31, 2017, the amount of per share interim dividend recognized as distributions to equity shareholders at record date of 28 April 2016 is Rs. 25 per share on 403,304 number of shares (before allotment of bonus shares) (31 March 2016: Nil).
9. Previous year/period figures have been regrouped / reclassified, where necessary, to conform to this year/period's classification.

For and on behalf of the Board of Directors of  
S Chand and Company Limited

Place: New Delhi  
Date: 12 June 2017



Himanshu Gupta  
(Managing Director)